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10 Morton, Lida Urbanek and Richard P. Wallace

11
12 UNITED STATES DISTRICT COURT
13 NORTHERN DISTRICT OF CALIFORNIA – SAN FRANCISCO DIVISION
14

15 IN RE KLA-TENCOR CORPORATION
16 SECURITIES LITIGATION

Master Case No. C 06-4065 MJJ

CLASS ACTION

17
18 THIS DOCUMENT RELATES TO:
19 ALL ACTIONS

**STIPULATION AND [REDACTED]
ORDER RE SCHEDULING OF MOTION
TO APPROVE SETTLEMENT AND
MOTION TO DISMISS**

20
21 All parties to this action, by and through their undersigned counsel of record, hereby
22 stipulate and agree, subject to court approval, as follows:

23 WHEREAS, Co-Lead Plaintiffs and Defendant KLA-Tencor Corporation have reached an
24 agreement in principle to settle all claims asserted by the plaintiff class against all defendants,
25 subject to completion of satisfactory documentation, notice, and court approval (the “Proposed
26 Settlement”),

27 WHEREAS, Co-Lead Plaintiffs and KLA-Tencor Corporation are currently negotiating
28 the language of a binding Stipulation of Settlement and related documents for the Court’s review,

1 including proposed orders preliminarily and finally approving the Proposed Settlement, summary
2 and detailed notices to settlement class members, and proof of claim forms, and anticipate they
3 will complete these documents and file a Motion for Preliminary Approval of the Proposed
4 Settlement, on regular notice, by no later than February 29, 2008,

5 WHEREAS, Defendant Kenneth L. Schroeder ("Schroeder") anticipates opposing
6 preliminary approval or (if necessary) final approval of the Proposed Settlement and on January
7 4, 2008, counsel for Schroeder filed a Re-Notice of Hearing setting his Motion to Dismiss the
8 Complaint for hearing on February 12, 2008, and

9 WHEREAS, all parties agree that the interests of judicial economy and preservation of the
10 parties' resources dictate that the motion for preliminary approval of the Proposed Settlement be
11 considered before any motions to dismiss, and that Mr. Schroeder's motion to dismiss be taken
12 off calendar and rescheduled until after the hearing on the motion for preliminary approval of the
13 Proposed Settlement, and that this agreement is not for purposes of delay,

14 NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between
15 the undersigned counsel for all parties, as follows:

16 1. Co-Lead Plaintiffs and Defendant KLA-Tencor Corporation shall file a Motion for
17 Preliminary Approval of the Proposed Settlement on or before February 29, 2008, setting a
18 hearing on regular notice as provided under this Court's local rules.

19 2. Defendant Kenneth Schroeder's Motion to Dismiss, currently set for hearing on
20 February 12, 2008, is hereby taken off calendar, without prejudice to the re-setting of such motion
21 to dismiss for a time after the Motion for Preliminary Approval is heard.

22 **IT IS SO STIPULATED.**

23 DATED: February 5, 2008

MORGAN, LEWIS & BOCKIUS LLP

24 By: /s/
25 Joseph E. Floren

26 **Attorneys for Defendants KLA-Tencor**
27 **Corporation, Edward W. Barnholt, H. Raymond**
28 **Bingham, Robert T. Bond, Richard J. Elkus, Jr.,**
Jeffrey L. Hall, Stephen P. Kaufman, John H.
Kispert, Michael E. Marks, Dean O. Morton,
Lida Urbanek and Richard P. Wallace

1 I, Joseph E. Floren, am the ECF User whose ID and password are being used to file this
2 STIPULATION AND [PROPOSED] ORDER. In compliance with General Order 45, X.B., I
hereby attest that each of the 7 signatories identified below has concurred in this filing.

3 DATED: February 5, 2008

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Plaintiffs' Executive Committee

DATED: February 6, 2008

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DATED: February 6, 2008

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DATED: February 6, 2008

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DATED: February 6, 2008

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O R D E R

**PURSUANT TO STIPULATION, AND GOOD CAUSE APPEARING, THE
COURT ORDERS:**

1. Co-Lead Plaintiffs and Defendant KLA-Tencor Corporation shall file a Motion for Preliminary Approval of the Proposed Settlement on or before February 29, 2008, setting a hearing on regular notice as provided under this Court's local rules.

2. Defendant Kenneth Schroeder's Motion to Dismiss, currently set for hearing on February 12, 2008, is hereby taken off calendar, without prejudice to the re-setting of such motion to dismiss for a time after the Motion for Preliminary Approval is heard.

Dated: February 13, 2008



Hon. Martin J. Jenkins
United States District Judge